

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

<p>In re:</p> <p>LIBOR-Based Financial Instruments Antitrust Litigation</p> <p>This document relates to:</p>	<p>Civil Case No. 11-MD-2262 (NRB)</p>
<p>Principal Financial Group, Inc., et al.,</p> <p style="text-align: center;">Plaintiffs,</p> <p>v.</p> <p>Bank of America Corporation et al.,</p> <p style="text-align: center;">Defendants.</p>	<p>Civil Case No. 1:13-cv-06014 (NRB)</p>
<p>Principal Funds, Inc., et al.,</p> <p style="text-align: center;">Plaintiffs,</p> <p>v.</p> <p>Bank of America Corporation et al.,</p> <p>Defendants.</p>	<p>Civil Case No. 1:13-cv-06013 (NRB)</p>

**DECLARATION OF THOMAS F. BERNDT IN SUPPORT OF PRINCIPAL PLAINTIFFS'
OPPOSITION TO DEFENDANTS' MOTIONS TO DISMISS**

I, Thomas F. Berndt, hereby declare as follows:

1. I am an attorney at the law firm of Robins, Kaplan, Miller & Ciresi L.L.P., counsel of record for Plaintiffs in the above-captioned cases (the “Principal Plaintiffs”).

2. I submit this declaration in support of the Principal Plaintiffs’ arguments in the Joint Memorandum of Law in Opposition to Defendants’ Motions to Dismiss the Direct Actions for Lack of Personal Jurisdiction.

3. Attached to this Declaration as Exhibit 1 are true and correct copies of FINRA Brokerage Firm Summary reports found on FINRA’s website showing that the following entities are registered securities brokerages in Iowa: UBS Securities LLC; RBS Securities, Inc.; Deutsche Bank Securities, Inc.; Citigroup Global Markets, Inc.; Barclays Capital, Inc.; and Merrill Lynch, Pierce, Fenner & Smith, Inc.

4. Attached to this Declaration as Exhibit 2 are true and correct copies of printouts from the Iowa Secretary of State’s website showing the following entities have registered with the Iowa Secretary of State: Bank of America, N.A.; Citigroup Inc.; Citigroup Global Markets, Inc.; J.P. Morgan Securities LLC; Merrill Lynch, Pierce, Fenner & Smith, Inc.; and The Royal Bank of Scotland PLC.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: December 8, 2014

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

/s/ Thomas F. Berndt
Thomas F. Berndt (*pro hac vice*)
2800 LaSalle Plaza
800 LaSalle Avenue South
Minneapolis, MN 55402-2015
(612) 349-8500
TFBerndt@rkmc.com
Counsel for Plaintiffs